FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

ОМВ А	PPROVAL	
OMB NUMBER:	3235-0076	
Expires:	May 31, 2005	
Estimated average burden	·	
hours per response	1.00	

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	SEC USE ONLY	
Prefix	Serial I	
	DATE RECEIVED	_
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Name of Offering (check if this is an amendment	and name has changed, and indicate change.)				
Series B Preferred Stock					
Filing Under (Check box(es) that apply):	Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) □ ULOE / (3) 137 187 187 187 187 187 187 187 187 187 18			
Type of Filing: ■ New Filing □ Amendment					
	A. BASIC IDENTIFICATION DATE	ROCESSED < MOV & 5 79M >>			
1. Enter the information requested about the issuer		IOV 1 O 2006			
Name of Issuer (check if this is an amendment an	d name has changed, and indicate change.)	10V 1 0 2004			
BinOptics Corporation	\mathcal{Y}	THOMSON FINANCIAL			
Address of Executive Offices (Number and St	reet, City, State, Zip Code)	Telephone Number (Including Area Code)			
9 Brown Road, Ithaca, NY 14850		607-257-3200			
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)			
Brief Description of Business:					
engaged in the development of next-generation optical devices based on leading edge semiconductor innovations					
Type of Business Organization		04048689			
■ corporation	☐ limited partnership, already formed	□ other (please specify).			
☐ business trust	☐ limited partnership, to be formed				
Actual or Estimated Date of Incorporation or Organ Jurisdiction of Incorporation or Organization: (Enter	r two-letter U.S. Postal Service abbreviation for State:				
	CN for Canada; FN for other foreign jurisdiction)	DE			

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



2. Enter the information requested for t					
• Each promoter of the issuer, if				~ c 1	
					ass of equity securities of the issuer;
 Each executive officer and dire Each general and managing part 			general and managing pa	raners of paraners	nip issuers; and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	General and/or Managing Portner
Full Name (Last name first, if individual)	Li Fiolilotei	Deficilcial Owner	Executive Officer	■ Director	☐ General and/or Managing Partner
Tun Prane (East name 113t, 11 morriday)					
Forghani, Darius					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o BinOptics Corporation, 9 Brown Ro	ad Ithaca NV	14950			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	La Tromote,	- Beneficial Owner	- Executive Officer	Director	General and of Wallaging Lattice
Tall Tallie (Each Saine 1136, 11 Hol Would)					
Behfar, Alex A.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o BinOptics Corporation, 9 Brown Ro	ad Ithasa NV	14950			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Li Fiolilotei	Li Belieficiai Owliel	D Executive Officer	■ Director	Ocherai andoi Managing Faither
Tun Name (East hame 111st, 11 morvious)					
Packard, Warren					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
ale DinOntice Composition O Proven De	ad Ithaa NV	1.4950			
c/o BinOptics Corporation, 9 Brown Ro Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	Conord and/or Managing Postner
Full Name (Last name first, if individual)	a Fromoter	Li Beneficiai Owner	D Executive Officer	■ Director	☐ General and/or Managing Partner
Tun Name (Last hame Inst, it morvious)					
Hulecki, Gregory					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	ie)		
c/o BinOptics Corporation, 9 Brown Ro	ad Ithasa NV	14950			
Check Box(es) that Apply:	☐ Promoter	□Beneficial Owner	☐ Executive Officer	■ Director	Coneral and/or Managing Portner
Full Name (Last name first, if individual)	Li Fiomolei	Dellencial Owner	D Executive Officer	■ Director	☐ General and/or Managing Partner ·
Turi varie (225) have 1150, 17 mai violary					
Proujansky, Philip					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o BinOptics Corporation, 9 Brown Ro	ad Ithaca NV	14850			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	B 110motes	- Delicitedar Owner	B Executive Officer		D General and or Managing Farther
Tuti Name (Zast haire 1754, 11 moi 1754a)					
Draper Fisher Jurvetson Fund VII, L.P.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
2882 Sand Hill Road, Suite 150, Menlo	Pork CA 9402	5			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	- I Tomoter	- Denencial Owner	L'Accultée Officer	- Director	U General and of Managing Fartier
, on rume (Zao, name mor, n morrodal)					
Cayuga Venture Fund II, LLC					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
15 Thornwood Drive Ithorn NV 1485	.				
15 Thornwood Drive, Ithaca, NY 14850 Check Box(es) that Apply:		= Panafiaial Oumas	Evacutive Officer	Director.	General and/or Managing Portner
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Ton Traine (Last name 111st, it murvioual)					
FA Technology Ventures, L.P.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
100 Endard Street 22rd floor Poston N	4A 02110				

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

,	B. INFORMATION ABOUT OFFERING		
1	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No
1.	Answer also in Appendix, Column 2, if filing under ULOE.	0	
2.	What is the minimum investment that will be accepted from any individual?	\$ n/a	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?	=	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full none	Name (Last name first, if individual)		
	ness or Residence Address (Number and Street, City, State, Zip Code)		
Dusii	ness of residence Address (Number and Sucer, City, State, 21) Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
		All States	
_ [A _ [I] _ [I] _ [I]	[L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [/ _ [] _ []	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [# _ [! _ [!	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>9,000,001.41</u>	\$ <u>6,417,118.09</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>9,000,001.41</u>	\$ <u>6,417,118.09</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	9	\$ <u>6,417,118.09</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	D	\$
	Printing and Engraving Costs	Ò	\$
	Legal Fees		\$ <u>70,000</u>
	Accounting Fees		\$
	Engineering Fees	0	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	•	\$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate off I and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is	the		S.	8,930,001.41	
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re-	rany purpose is not known, furnish at total of the payments listed must equ	n estimate al the				
				Payments to Officers. Directors, & Affiliates		Payments To Others	
	Salaries and fees			S	0	\$	
	Purchase of real estate		Ð	\$	c	\$	
	Purchase, rental or leasing and installation of machinery and equipment			\$	D	\$	
	Construction or leasing of plant buildings and fac	ilities	0	\$	0	\$	
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a						
,	merger)		0	\$	0	S	
	Repayment of indebtedness			\$ <u>1,237,090.74</u>	•	S <u>5.059.23</u>	
	Working capital		0	S	-	\$ <u>7,687,851.44</u>	
	Other (specify):		0	\$	D	\$	
							
			0	\$	0	\$	
	Column Totals		•	\$ <u>1,237.090.74</u>	=	\$ <u>7,692,910.67</u>	
	Total Payments Listed (column totals added)			\$ 8,930,001.41			
		D. FEDERAL SIGNA	TURE				
an L	issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Secu-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upo					
	er (Print or Type) Optics Corporation	Signature Supplied States	6	Date November 3,200	t .		
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
Darius Forghani President							
		I.					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)